

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

Hearing Date: May 21, 2019  
Hearing Time: 10:00 AM

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*In re:*

**NOTICE OF MOTION FOR  
RELIEF FROM AUTOMATIC STAY**

SEARS HOLDINGS CORPORATION, *et al.*,

Debtor<sup>1</sup>.

Chapter 11  
Case No. 18-23538 (RDD)  
(Jointly Administered)

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**PLEASE TAKE NOTICE**, that upon the annexed Request for Relief of Schiller, Knapp, Lefkowitz & Hertzel LLP attorneys for Wilmington Savings Fund Society, FSB, acting not in its Individual Capacity but Solely as Trustee of Southside NSP Trust 2017-1, by its servicing agent BSI Financial Services (hereinafter "Movant"), the undersigned respectfully moves this Court for an Order, pursuant to vacating the automatic stay, herein to permit Movant, its nominees, successors and/or assigns to proceed with an

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holding Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations, LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive, Inc. (6774); A&E Factory Service, LLC (6695); A&E Home delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings, (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd, (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, LLC (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder of Appliances, Inc. (6327); Florida Builder of Appliances, Inc. (9133); KBL Holding, Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington, LLC (8898); Kmart of Illinois LLC (8897); Kmart Stores of Texas, LLC (8915); MyGofer, LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida) LLC (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, LLC (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtor's corporate headquarters is 333 Beverly Road, Hoffman Estates, Illinois 60179

action to foreclose its mortgage with respect to certain real property, commonly known 109 Division Street, Little Egg Harbor Twp, NJ 08087, and such other and further relief as the Court may deem just and proper.

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

A hearing to consider the Motion (the "Motion") of the Movant for Relief from the Automatic Stay will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on May 21, 2019 at 10:00 a.m. Objections, if any, to the Motion must be made no later than May 14, 2019 at 4:00 p.m. (the "Objection Deadline") and be in writing, with a hard copy delivered to the Chambers of the Honorable Judge Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Room 248, White Plains, New York 10601 and The Office of the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, New York 10014; conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; be filed with the Bankruptcy Court; and be served in accordance with the provisions of the Amended Order Implementing Certain Notice and Case Management Procedures and General Order M-399 of this Court on the following parties:

1. The Debtors, c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates IL 60179 (Attn: Stephen Sitley Esq., and Luke J. Valentino, Esq.);

2. Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq., Garret A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors;

3. Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.), attorneys for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent;

4. Davis Polk & Wardell LLP, 450 Lexington Avenue, New York, NY, 10017 (Attn: Marshall S. Huebner, Esq. and Eli J. Vonnegut, Esq.), attorneys for Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility;

5. Cleary, Gottlieb, One Liberty Plaza, New York, NY, 10006 (Attn: Sean A. O'Neal, Esq.), attorneys for JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, and the Consolidated Secured Loan Facility;

6. Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178 (Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq., and T. Charlie Liu, Esq.), attorneys for Computershare Trust Company, N.A., as trustee for the Second Lien PIK Notes, the Holdings Unsecured PIK Notes, and the Holdings Unsecured Notes;

7. Seyfarth Shaw LLP, 620 Eighth Avenue, New York, NY 10018 (Attn: Edward M. Fox, Esq.), attorneys for Wilmington Trust, National Association, as indenture trustee for the Second Lien Notes;
8. Carter Ledyard & Milburn LLP, 2 Wall Street, New York, NY 10015 (Attn: James Gadsden, Esq.), attorneys for The Bank of New York Mellon Trust Company, as successor trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes;
9. Locke Lord LLP, 111 South Wacker Drive, Chicago, IL 60606 (Attn: Brian A. Raynor, Esq.), attorneys for the Pension Benefit Guaranty Corporation;
10. Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors (the "Creditors' Committee"); and
11. Gould & Ratner LLP, 222 North LaSalle Street, Suite 800, Chicago, IL 60601, Attn: Matthew A. Olins, Ellen M. Chapelle, Vanessa R. Tiradentes, molins@gouldratner.com, echapelle@gouldratner.com, vtiradentes@gouldratner.com, attorneys for 233 S. Wacker, LLC.

If no objection is timely filed and served in accordance with the Case Management Procedures, then the relief requested may be granted without a hearing.

Dated: April 10, 2019

**SCHILLER, KNAPP, LEFKOWITZ  
& HERTZEL LLP**

By: s/Lisa Milas

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